

June 8, 2010

***Via ECFS***

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**Re: Ex Parte Meeting, WT Docket No. 09-104**

Dear Secretary Dortch:

On June 7, 2010, Lauren Van Wazer, Chief Policy and Technology Counsel, Cox Enterprises, Inc., Jennifer Hightower, Vice President, Regulatory, Cox Communications, and the undersigned, counsel to Cox Communications, met with the following individuals in separate meetings: David Goldman, wireless advisor to Chairman Genachowski; John Giusti, wireless advisor to Commissioner Copps and Frank Gonzalez, intern in Commissioner Copps' office; and Charles Mathias, wireless advisor to Commissioner Baker.

During the meetings, Cox offered its views of the commitments offered by Verizon and AT&T on May 20, 2010. Cox's comments were consistent with the points it has made in previous filings in the above-captioned docket. The parties also discussed the information that Cox provided in the presentation attached to this letter. In accordance with Section 1.1206 of the FCC's rules, one copy of this letter is being filed electronically via ECFS, and one will be delivered via email to each of the FCC participants.

Respectfully submitted,

*/s/ Michael H. Pryor*

Michael H. Pryor  
*Counsel for Cox*

Enclosure

cc (via email): David Goldman  
John Giusti  
Charles Mathias  
Kathy Harris  
Nese Guendelsberger  
Susan Singer

**Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.**

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# Cox Communications

Ex Parte Meeting

WT Docket No. 09-104

June 7, 2010

# Introduction to Cox Communications

- Brief Overview of Company
- Cox is a New Wireless Entrant
  - Cox is entering the market using a combination of its own spectrum and leveraging Sprint's network and services to launch our services.
  - Cox will build out its own network, initially using AWS spectrum with CDMA/EVDO Rev-A Air Interface technology. Longer term, Cox desires to use 700 MHz and AWS spectrum together to deploy LTE Technology. Cox has spent over \$550 million for spectrum.
  - Cox has recently launched wireless service to paying “friendly” customers in Omaha, NE; Hampton Roads, VA; and Orange County, CA; and will commercially launch wireless services in these markets within the next 3-4 months.
  - Cox just completed successful trials of voice and video streaming using 4G LTE technology in Phoenix and San Diego.

# Introduction to Cox Communications – cont'd

- Cox will offer a robust set of mobile broadband services:
  - Web surfing, email, IM, text, photo and video mail or visual voicemail;
  - Games, music, video programming;
  - Mobile TV with Cox content;
  - Mobile access to program DVRs;
  - Share and access content on PCs;
  - Use simplified enhanced voice features;
  - Connect to popular social networks (Myspace, Facebook, YouTube, etc.);
  - One mailbox for home and mobile voicemails.

# Cox's Proposed Wireless Services Will Compete with Incumbent Offerings

- FCC Report on Mobile Wireless Competition identified Cox as among the few entities whose entry “could introduce new competitive constraints at the regional or local level.” (Wireless Competition Report ¶¶ 68, 73)
- Wireless entry is driven by a desire to enhance the product experience of Cox customers and is needed to compete with Verizon/AT&T quadruple play.
- In many markets, Cox will be competing head-to-head with Verizon and AT&T for voice, video, broadband and wireless customers.
- Cox will need reasonable roaming agreements with Verizon Wireless in order to successfully offer its new wireless products.

# Divesting ALLTEL's Assets to AT&T Will Diminish Roaming Options

- The Proposed Divestiture of ALLTEL Properties to AT&T Reduces to One, and In Some Areas Completely Eliminates, CDMA/EVDO Roaming Opportunities.
  - ALLTEL was a potential voice and data roaming partner because it operated a CDMA/EVDO network that is compatible with Cox's network.
  - AT&T operates a GSM network. When AT&T shuts down the CDMA/EVDO network and replaces it with a GSM network, Cox will lose a significant potential roaming option.

# Divesting ALLTEL's Assets to AT&T Will Diminish Roaming Options – cont'd

- Cox's comments identified 57 of the 79 CMAs to be sold to AT&T where the transaction would leave, at best, only one realistic roaming option -- Verizon Wireless. AT&T's response concedes that Verizon Wireless will be the only operating CDMA/EVDO provider in 15 of the 57 CMAs identified by Cox.
- Other carriers identified by AT&T as potential roaming options are small, rural carriers either with minimal footprints and/or do not offer EVDO roaming.
- In these CMAs, Verizon Wireless will have substantial ability and incentive to hinder Cox's ability to obtain reasonable roaming arrangements.

# Potential Harm to Cox from Proposed Divestiture Transaction

- Cox's attempts to negotiate reasonable roaming terms with Verizon Wireless have been fruitless.
  - Initial request for roaming August 28, 2009.
  - No response until November 25, 2009
  - NDA not received until March 6, 2010
  - Finally received initial pricing proposal the week of June 1<sup>st</sup> - nine months after initial request.
  - Verizon's proposed voice and data roaming rates are unreasonable.
  - Proposed roaming rates are multiples above retail prices.
  - Proposed rates create a disincentive for facilities-based competition.



# The Verizon/ALLTEL Merger Order Conditions Do Not Address the Harm in this Transaction

- Merger order requires Verizon to honor existing ALLTEL agreements and permits smaller carriers to choose between existing Verizon and ALLTEL agreements.
  - As a new entrant, Cox does not have existing agreements
- Verizon agreed to maintain GSM network “indefinitely”.
  - Offer to maintain GSM network for roaming does not help Cox

# AT&T/Verizon Recently Proffered Commitments In This Proceeding Are Insufficient

- AT&T commits to negotiate CDMA roaming agreements at any cell site for as long as AT&T is providing roaming services to Verizon at such cell site.
- Verizon Wireless will continue to administer CDMA roaming traffic pursuant to its Transition Services Agreement with AT&T, and Verizon Wireless will clear that traffic at the rates set forth in its (including ALLTEL's) existing roaming agreements.

# AT&T/Verizon Commitments Are Insufficient – cont'd

- Problems with Commitments:
  - Require Cox to first negotiate a roaming arrangement with Verizon and AT&T, potentially consuming much of the interim roaming period.
  - The roaming commitment would be for short and indeterminate period of time, subject to unilateral termination by Verizon or AT&T on a site by site basis, making planning virtually impossible.
  - There is no ability to gauge which areas would be covered by the commitments.
    - The 57 license areas that Cox has identified as of most concern and to which its proposed conditions would apply cover some 600,000 square miles, representing approximately 20% of the lower 48 states.

# AT&T/Verizon Commitments Are Insufficient – cont'd

- Actions to Improve Commitments:
  - Commitments must extend until an alternative CDMA/EVDO provider is available for roaming or until LTE is available.
  - At a minimum, AT&T must provide notice before turning down a cell site.
  - Ability to opt into AT&T/Verizon roaming agreement on an interim basis while negotiating a new agreement.

# Proposed Conditions for CMAs Identified by Cox Mitigate the Harm

- Where Verizon is the sole CDMA alternative, Verizon Wireless should allow competing wireless providers that do not have existing ALLTEL or Verizon Wireless roaming agreements to opt into an existing Verizon Wireless or ALLTEL roaming agreement.
- Where AT&T's refusal to continue to operate a CDMA network would result in no CDMA alternative, AT&T should be required to continue the CDMA network for the lesser of five years or until deployment of next-generation LTE networks.
  - In underlying merger, Verizon committed to maintain ALLTEL's GSM network "indefinitely."
  - AT&T/Centennial Merger Order required AT&T to continue to provide CDMA roaming.

**57 Alltel Markets noted by Cox in its  
August 6, 2009 Filing in WT Docket No. 09-104**

